

Exhibit D

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

NEW JERSEY COALITION OF
AUTOMOTIVE RETAILERS, INC.,

Plaintiff,

v.

MAZDA MOTOR OF AMERICA, INC.

Defendant.

Case No. 3:18-cv-14563-BRM-TJB

DECLARATION OF JON D. SCHWARTZ

I, Jon D. Schwartz, declare:

1. I am the owner and dealer principal of Schwartz Mazda. I have personal knowledge of the facts stated herein.
2. Schwartz Mazda is a Mazda dealership located at 585 Shrewsbury Ave, Shrewsbury, NJ. I have owned Schwartz Mazda since August 1975.
3. Schwartz Mazda is a member of the New Jersey Coalition of Automotive Retailers, Inc. ("NJ CAR"). Schwartz Mazda has been a member of NJ CAR since August 1975.
4. I understand that Mazda Motor of America, Inc. d/b/a Mazda North American Operations ("Mazda") has a dealer support program known as the "Mazda Brand Experience Program 2.0 ("MBEP").

5. Schwartz Mazda has participated in the MBEP since its inception in July 2018.

6. I do not believe that Schwartz Mazda has been harmed by its participation in the MBEP.

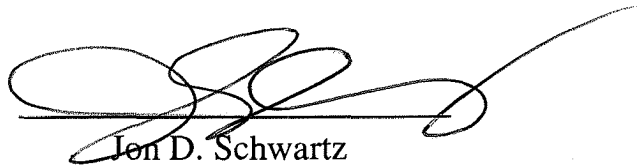
7. I understand that NJ CAR has filed a lawsuit against Mazda seeking a ruling that it is unlawful for Mazda to implement the MBEP in New Jersey (the "Action").

8. I did not direct NJCar to file the Action.

9. I believe that the Action is contrary to the interests of my dealership, and I cannot support it. If the MBEP is declared unlawful, Schwartz Mazda will be harmed because (among other things) it will no longer be able to recover the costs it incurred to comply with the MBEP criteria through future MBEP bonus payments.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Shrewsbury, New Jersey on December 11, 2018.



Jon D. Schwartz